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Office of the Secretary
MAR 28 2002
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Public Record

BNSF-101

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

BNSF'S REQUESTS FOR PRODUCTION OF DOCUMENTS
TO UNION PACIFIC

Pursuant to 49 C.F.R. § 1114.30, The Burlington Northern and Santa Fe Railway Company ("BNSF") directs the following document requests to Union Pacific Railroad Company ("UP").

Responses should be served as soon as possible, and in no event later than 15 days from the date of service hereof, unless specifically indicated. BNSF will pay all reasonable costs for duplication and expedited delivery of documents to its attorneys. "Documents" are writings or compilations of information in any form, including electronic messages. UP should contact the undersigned promptly to discuss any objections or questions regarding these requests with a view to resolving any disputes or issues of interpretation informally and expeditiously.

DOCUMENT REQUESTS

1. Produce all documents reflecting communications, discussions or agreements between BNSF and UP, or among BNSF, UP and any third parties, regarding whether the costs related to the SP acquisition premium and/or costs related to Section 9(c)(i) and (iii) capacity and capital improvements should be included in the URCS calculations required to create the adjustment factor pursuant to Section 12 of the BNSF Settlement Agreement.

2. Produce all documents concerning or relating to whether UP and BNSF agreed or intended that the negotiated level of BNSF's mills per ton mile charges would or would not include the costs related to the SP acquisition premium.

3. Produce all documents concerning or relating to the intent of BNSF, UP or any third party that the costs related to the SP acquisition premium and/or costs related to Section 9(c)(i) and (iii) capacity and capital improvements should be included in the URCS calculations required to create the adjustment factor pursuant to Section 12 of the BNSF Settlement Agreement.

4. Produce all documents concerning or relating to the intent of BNSF, UP or any third party in amending Section 12 of the BNSF Settlement Agreement in the Second Supplemental Agreement executed on June 27, 1996, and/or the purpose of such amendment.

5. Produce all documents relating to the effect of including the disputed costs (i.e., costs related to the SP acquisition premium and costs related to Section 9(c)(i) and (iii) capacity and capital improvements) in the Section 12 adjustment factor on BNSF's ability to provide competitive service pursuant to the BNSF Settlement Agreement.

6. Produce all documents relating to the impact of including the disputed costs (i.e., costs related to the SP acquisition premium and costs related to Section 9(c)(i) and (iii) capacity or capital improvements) in the Section 12 adjustment factor on the trackage rights fees to be paid by BNSF pursuant to the BNSF Settlement Agreement, including documents sufficient to identify the amount of the SP acquisition premium and all Section 9(c)(i) and (iii) capacity or capital improvements (by specific trackage rights line and specific improvement) which UP contends should be included in the Section 12 adjustment factor.

Respectfully submitted,

Erika Z. Jones /als

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Attorneys for The Burlington Northern and Santa Fe Railway Company

March 27, 2002

CERTIFICATE OF SERVICE

I do hereby certify that copies of The Burlington Northern and Santa Fe Railway Company's Request for Production of Documents to Union Pacific (BNSF-101) are being served as follows:

By Hand:

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